

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

|                               |   |                                 |
|-------------------------------|---|---------------------------------|
| -----X                        |   |                                 |
| ROK ENTERTAINMENT GROUP, INC. | : | Case No. 1:11-cv-02728 (DAB)    |
|                               | : | ECF CASE                        |
| Plaintiff,                    | : |                                 |
|                               | : |                                 |
| -against-                     | : |                                 |
|                               | : | <b>DECLARATION OF</b>           |
| LAURENCE ALEXANDER,           | : | <b>CLARISSE N. THOMAS, ESQ.</b> |
|                               | : | <b>IN SUPPORT OF</b>            |
|                               | : | <b>MOTION TO DISMISS</b>        |
| Defendant.                    | : |                                 |
| -----X                        |   |                                 |

I, Clarisse N. Thomas, do hereby declare as follows:

1. I am associated with Shipman & Goodwin LLP, counsel for defendant in this action. I make this Declaration in support of defendant's motion to dismiss the Complaint.
2. Attached hereto as Exhibit A is a true and correct certified copy of plaintiff ROK Entertainment Group, Inc.'s 2009 Annual Report that was filed with the Secretary of State of Delaware. According to the Delaware Secretary of State's records, the 2009 Annual Report is the most recent one filed by plaintiff. The plaintiff's principal place of business, according to its 2009 Annual Report, is in the United Kingdom, and not New York, as alleged in paragraphs 7 and 8 of the Complaint.
3. Attached hereto as Exhibit B is a certificate from the Secretary of State of New York, stating that plaintiff has not filed an Application for Authority to do business in New York.

4. On or about June 23, 2011, I dialed "411" in order to try to locate a New York City address for plaintiff. I was informed that no address or telephone number exists for plaintiff in New York City.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 6, 2011

  
CLARISSE N. THOMAS

**CERTIFICATE OF SERVICE**

I hereby certify that on July 8, 2011, a copy of the foregoing Declaration of Clarisse N. Thomas, Esq. in Support of Motion to Dismiss was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/ Andrew M. Zeitlin

Andrew M. Zeitlin (AZ0026)

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# **EXHIBIT A**

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# Delaware

PAGE 1

*The First State*

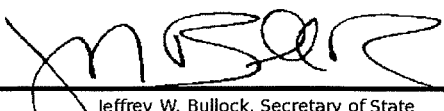
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE ANNUAL REPORT OF "ROK ENTERTAINMENT GROUP INC." AS FILED IN THIS OFFICE.



4473485 8200

110716251

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8829302

DATE: 06-13-11

# State of Delaware

## Annual Franchise Tax Report

| CORPORATION NAME<br><b>ROK ENTERTAINMENT GROUP INC.</b>   |   |                             | TAX YR.<br><b>2009</b>              |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|---|---|-----------------------------|-------------------------------------|---|----------|-----------------------------|--------------------------------|-------------------------------|--------------------------------|---|---|-------------|---|---|------------|-----------|---|---------|------------|---------------------------|--------|-------------|---|--|--|--------------------------------|-----------|---------|---|--|
| FILE NUMBER<br><b>4473485</b>   | INCORPORATION DATE<br><b>2007/12/13</b>   | RENEWAL/REVOCATION DATE     |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| PRINCIPAL PLACE OF BUSINESS<br><b>ROK HOUSE, KINGSWOOD BUSINESS PARK,<br/>HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b>  |   |                             | PHONE NUMBER<br><b>441902374896</b> |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| REGISTERED AGENT<br><b>NATIONAL REGISTERED AGENTS, INC.<br/>160 GREENTREE DRIVE<br/>SUITE 101<br/>DOVER DE 19904</b>  |   |                             | AGENT NUMBER<br><b>9216365</b>      |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">AUTHORIZED STOCK<br/>BEGIN DATE</th> <th style="text-align: left;">END DATE</th> <th style="text-align: left;">DESIGNATION/<br/>STOCK CLASS</th> <th style="text-align: right;">NO. OF SHARES</th> <th style="text-align: right;">PAR VALUE/ SHARE</th> </tr> </thead> <tbody> <tr> <td>2009/06/23</td> <td></td> <td>COMMON</td> <td style="text-align: right;">200,000,000</td> <td style="text-align: right;">.001000</td> </tr> <tr> <td></td> <td></td> <td>PREFERRED</td> <td style="text-align: right;">1,000,000</td> <td style="text-align: right;">.001000</td> </tr> <tr> <td>2007/12/13</td> <td>2009/06/23</td> <td>COMMON</td> <td style="text-align: right;">100,000,000</td> <td style="text-align: right;">.001000</td> </tr> <tr> <td></td> <td></td> <td>PREFERRED</td> <td style="text-align: right;">1,000,000</td> <td style="text-align: right;">.001000</td> </tr> </tbody> </table>  |   |                             |                                     | AUTHORIZED STOCK<br>BEGIN DATE                    | END DATE | DESIGNATION/<br>STOCK CLASS | NO. OF SHARES                  | PAR VALUE/ SHARE              | 2009/06/23                     |   | COMMON  | 200,000,000 | .001000   |   |            | PREFERRED | 1,000,000   | .001000 | 2007/12/13 | 2009/06/23                | COMMON | 100,000,000 | .001000   |  |  | PREFERRED                      | 1,000,000 | .001000 |   |  |
| AUTHORIZED STOCK<br>BEGIN DATE  | END DATE  | DESIGNATION/<br>STOCK CLASS | NO. OF SHARES                       | PAR VALUE/ SHARE                                  |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| 2009/06/23  |   | COMMON                      | 200,000,000                         | .001000   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   |   | PREFERRED                   | 1,000,000                           | .001000   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| 2007/12/13  | 2009/06/23  | COMMON                      | 100,000,000                         | .001000   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   |   | PREFERRED                   | 1,000,000                           | .001000   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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| OFFICER   | NAME  | STREET/CITY/STATE/ZIP       | TITLE                               |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>ALEXANDER CHARLES RENNY</b>  |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>ROK HOUSE, KINGSWOOD BUSINESS PARK,<br/>HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b> |                             | <b>CFO</b>                          |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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| DIRECTORS   | NAME  | STREET/CITY/STATE/ZIP       |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>JONATHAN MARK KENDRICK</b>   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>ROK HOUSE, KINGSWOOD BUSINESS PARK, HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b>     |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>BENJAMIN LLOYD STORMONT MANCROFT</b>   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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|   | <b>JAMES LEE KENDRICK</b>   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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|   | <b>ALEXANDER CHARLES RENNY</b>  |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
|   | <b>ROK HOUSE, KINGSWOOD BUSINESS PARK, HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b>     |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| <p>=====</p> <p><b>Total number of directors:6</b></p>  |   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
| <p><i>NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.</i></p>  |   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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| <b>ALEXANDER CHARLES RENNY</b>  |   |                             |                                     |   |          |                             |                                |                               |                                |   |   |             |   |   |            |           |   |         |            |                           |        |             |   |  |  |                                |           |         |   |  |
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*State of Delaware*  
*Annual Franchise Tax Report*

|   |                                |   |
|---|--------------------------------|---|
| CORPORATION NAME<br><b>ROK ENTERTAINMENT GROUP INC.</b> |                                | TAX YR.<br><b>2009</b>  |
| FILE NUMBER<br><b>4473485</b>                           |                                |   |
| DIRECTORS   | NAME                           | STREET/CITY/STATE/ZIP   |
|   | <b>BRUCE WILLIAM RENNY</b>     | <b>ROK HOUSE, KINGSWOOD BUSINESS PARK, HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b> |
|   | <b>STUART KENNETH FURNIVAL</b> | <b>ROK HOUSE, KINGSWOOD BUSINESS PARK, HOLYHEAD ROAD, ALBRIGHTON<br/>WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM</b> |





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# **EXHIBIT B**

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**State of New York**  
**Department of State** } ss:

I hereby certify, that I have made diligent examination of the index of corporation certificates filed by this department for an Application for Authority for ROK ENTERTAINMENT GROUP INC. and that upon such examination, I find no such Application for Authority to do business on file with this Department.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 23rd day of June two  
thousand and eleven.*

*First Deputy Secretary of State*